

Although many rural markets may have fewer facilities-based carriers than the average urban market, rural markets should be viewed as part of the broader unified nationwide market for wireless services. . . . Today, the level of services and rates demanded by customers in rural markets are not, in any meaningful way, different from those demanded by urban customers. . . . [I]t is crucial that the Commission understand that facilities-based carriers in rural markets compete against nationwide carriers *even if the nationwide carriers are not licensed to provide service [in the rural market]*.⁴¹

Nationwide plans are not limited to nationwide carriers because the level of services and rates demanded by customers of regional or smaller carriers are not, in any meaningful way, different from those demanded by customers of the nationwide carriers. If a regional or local carrier fails to meet expectations, customers can find a carrier who will offer a pricing plan comparable to nationwide carrier prices. Because of national advertising and the Internet, consumers all over the country are educated about nationwide rate plans and services offered by other carriers.

A study by Econ One provides further evidence that nationwide and urban price trends have acted to constrain prices in rural areas.⁴² This study demonstrated that the average price of mobile telephone service in rural areas appears to be very similar to the average price in urban areas.⁴³

The following discussion addresses the geographic areas in which the transaction will increase ALLTEL's spectrum holdings to 70 MHz or more and highlights the robust facilities-based competition that will remain in each area. The facts demonstrate that approval of this transaction will not result in adverse competitive consequences in any of these areas.

- **Arkansas 11 – Hempstead**

ALLTEL would hold 70 MHz in this CMA post-merger. Competition in this CMA would not be significantly lessened, however, because ALLTEL still will face facilities-based competition from: Cingular, Cook Inlet, Cricket, Nextel, Sprint Wireless, T-Mobile, U.S. Unwired, and Verizon Wireless.⁴⁴ Even if the Sprint/Nextel merger is approved, ALLTEL still

⁴¹ Comments of Dobson Communications Corporation, WT Docket No. 02-381 at 4-5 (filed Feb. 3, 2003)(footnote omitted)(emphasis added).

⁴² See *Annual Report and Analysis of Competitive Market Conditions with Respect to Commercial Mobile Services*, WT Docket No. 02-379, *Eighth Report*, 18 F.C.C.R. 14783, 14791-92, 14837 (2003) (citing Econ One study) ("*Eighth Competition Report*").

⁴³ *Id.* at 14791-92.

⁴⁴ See Attachment 3.

would face facilities-based competition from all of the national carriers. Thus, ALLTEL's acquisition of WWC will not permit ALLTEL to act anticompetitively in this area.

- **Kansas 3 – Jewell**

This is another CMA in which ALLTEL would hold 70 MHz post-merger within at least one county in the CMA.⁴⁵ Competition in this region would not be significantly lessened, however, because ALLTEL still will face facilities-based competition from: Cingular, Cook Inlet, Poplar PCS, Rural Cellular Corporation, Sprint Wireless, T-Mobile, and WestLink Communications.⁴⁶ Even if the Sprint/Nextel merger is approved, ALLTEL still would face facilities-based competition from numerous carriers, including three nationwide carriers. Thus, ALLTEL's acquisition of WWC will not permit ALLTEL to act anticompetitively in this area.

- **Kansas 4 – Marshall**

Although ALLTEL would hold 70 MHz in part of this CMA post-merger,⁴⁷ competition would not be significantly lessened. ALLTEL still will face facilities-based competition from: Cingular, Nextel, Poplar PCS, Rural Cellular Corporation, Sprint Wireless, T-Mobile, and WestLink Communications.⁴⁸ If the Sprint/Nextel merger is approved, ALLTEL still will face facilities-based competition from numerous other carriers, including three nationwide carriers. Thus, ALLTEL's acquisition of WWC will not permit ALLTEL to act anticompetitively in this area.

- **Texas 7 – Fannin**

ALLTEL would hold 70 MHz in part of this CMA post-merger.⁴⁹ Competition would not be significantly lessened, however, because ALLTEL still will face facilities-based competition from: Choice Wireless, Cingular, Etex Communications, Lamar County Cellular, Nextel, Peoples Holdings, Sprint Wireless, T-Mobile, and Verizon Wireless. If the Sprint/Nextel merger is approved, ALLTEL still will be subject to facilities-based competition from all of the

⁴⁵ In seven of the eight counties within Kansas 3, ALLTEL would not hold 70 MHz. This is yet another reason why the transaction would not substantially lessen competition in this CMA.

⁴⁶ See Attachment 3.

⁴⁷ In two of the five counties within Kansas 4, ALLTEL would not hold 70 MHz. This is yet another reason why the transaction would not substantially lessen competition in this CMA.

⁴⁸ See Attachment 3.

⁴⁹ In 13 of the 15 counties within Texas 7, ALLTEL would not hold 70 MHz. In fact, in nine of the 15 counties within Texas 7, ALLTEL would possess less than 50 MHz of spectrum. This is yet another reason why the transaction would not substantially lessen competition in this CMA.

nationwide carriers.⁵⁰ Thus, ALLTEL's acquisition of WWC will not permit ALLTEL to act anticompetitively in this geographic area.

2. Unilateral Effects

Once markets are identified via the screen (the "Relevant Overlap Markets") for further evaluation, the Commission evaluates whether the transaction "may lead to competitive harm through unilateral actions by the [acquiring] entity" in those markets.⁵¹ The Commission has indicated that, in the context of mobile telephony, these actions "might take the form of delaying improvements in service quality or adversely adjusting plan features without changing the plan price."⁵² Unilateral effects are possible only when a combined company can raise prices and suppress output without being disciplined by other competitors in the market.⁵³ Unilateral effects are unlikely where there are other firms selling products that consumers regard as close substitutes for the products sold by the combining firms.⁵⁴

Given the level of competition that will remain in each of the Relevant Overlap Markets post-transaction, anticompetitive unilateral effects are not likely to be profitable for the combined entity. This is particularly true given the presence of the nationwide carriers (either on a licensed or operating basis) in each of these markets.⁵⁵ As noted above, regional and local carriers are subject to competitive pressure from nationwide carriers due to national advertising and the Internet, which have served to educate consumers about pricing and service offerings on a national scale. Should ALLTEL attempt to raise prices or harm consumers, actual and potential competitors would be impelled to discipline profitably ALLTEL's attempted anticompetitive acts. That is, actual competitors in these regions do not appear to be constrained by capacity and thus would be able to attract and absorb new subscribers, and potential competitors (*i.e.*, mobile telephony licensees in each of the Relevant Overlap Markets) would likely have the incentive and ability to respond competitively.

The prospect of new entrants and competition from other sources also undermines the likelihood of anticompetitive unilateral effects. In addition to the competitors identified in Attachment 3, ALLTEL will face competitive pressures from resellers, satellite providers of interconnected mobile voice services, Virtual Network Operators, and wireless Voice over

⁵⁰ See Attachment 3.

⁵¹ *Cingular/AWS Order*, 19 F.C.C.R. at 21569-70.

⁵² *Id.* at 21570.

⁵³ See, *e.g.*, United States Department of Justice/Federal Trade Commission, Horizontal Merger Guidelines, Apr. 22 at Section 2.2 ("DOJ Merger Guidelines").

⁵⁴ *Id.*

⁵⁵ See Attachment 3.

Internet Protocol ("VoIP") offerings.⁵⁶ These services will exert competitive pressure on the combined company and eliminate the potential for unilateral effects.

Moreover, the Commission has recently recognized that there is a high degree of substitutability among all mobile telephony providers.⁵⁷ Thus, any attempt by ALLTEL to elevate price and suppress output would be unprofitable, and therefore, would be transitory or never attempted in the first place.⁵⁸

Based on the foregoing, unilateral effects are unlikely to result from the proposed transaction.

3. Coordinated Effects

The transaction also will not increase the likelihood of anticompetitive coordination among wireless carriers. The mobile telephony market is subject to "intense competitive pressure, rather than coordinated interaction."⁵⁹ Because of this competitive pressure, carriers "use the information they obtain about their rivals to improve their own ability to compete in attracting and retaining customers," rather than coordinate their actions.⁶⁰

⁵⁶ Products that support the transmission of wireless VoIP are becoming increasingly available. For example, Nokia and Cisco announced that Nokia's 9500 Communicator handsets will be able to use Cisco's wireless LAN infrastructure, so that mobile phones equipped with Wi-Fi chips and the appropriate software can bypass the traditional wireless network and use a Wi-Fi access point to make phone calls via the Internet, using VoIP capabilities. See David Pringle, *Nokia Takes Leap Into Wi-Fi Arena with New Phone*, THE WALL STREET JOURNAL, Feb. 23, 2004 at B4.

In addition to the increase in the technology available to provide wireless VoIP, there has been a marked increase in the number of hot-spots for wireless LAN access. *Analysts Project More Than 71,000 Public Wireless LAN Hot Spots in 2003*, GARTNER.COM, June 30, 2003, available at http://www3.gartner.com/5_about/press_releases/pr30june2003a.jsp. The increase in hot-spot locations coupled with the increase in the technology capable of completing Wi-Fi/VoIP calls translates to greater demand and use of wireless VoIP. The FCC must consider wireless VoIP accomplished via wireless LANs as a real and viable competitor to traditional mobile telephony. See Brad Smith, *Nokia, IBM Talk Enterprise Strategy*, WIRELESS WEEK, Feb. 23, 2004 (discussing the new Nokia 9500 Handset), available at <http://www.wirelessweek.com/index.asp?layout=newsat2direct&Pubdate=02%2F23%2F04>.

⁵⁷ See *Cingular/AWS Order*, 19 F.C.C.R at 21575.

⁵⁸ *Id.* (noting that competitive concerns are diminished where consumers view remaining competitors as effective substitutes).

⁵⁹ *Id.* at 21582.

⁶⁰ *Id.* at 21581.

The Commission has already determined that the wireless sector is not currently conducive to coordinated interaction.⁶¹ Consequently, in order for there to be any valid concerns that the merger of ALLTEL and WWC might give rise to coordinated competitive effects, it must be shown that the merger would make coordination profitable to the firms involved and that the merger would create an “ability to detect and punish deviations that would undermine the coordinated interaction.”⁶²

The available evidence does not support a conclusion that the transaction would change the relevant markets enough to make coordination profitable for the firms involved. First, the evidence presented above shows that there are a significant number of facilities-based competitors in each geographic region. For example, in Arkansas 11 – Hempstead, the available data shows that post-merger there would still be nine facilities-based competitors (including ALLTEL). Second, wireless carriers compete along different dimensions – including handset promotions, plan features, service quality, customer service, and a wide variety of additional considerations. The heterogeneity in costs, elements of service, and product offerings makes it more difficult to reach terms of coordination. The proposed transaction would not alter this fact.

The transaction also would not create an “ability to detect and punish deviations that would undermine the coordinated interaction.”⁶³ For example, following the transaction, facilities-based competitors could cheat on an elevated-pricing or market division-type implicit understanding by selling capacity to a reseller or through a roaming agreement. Such behavior would be difficult to monitor and punish, which makes the possibility of coordinated behavior unlikely as a result of the proposed merger. Moreover, another factor that makes coordinated interactions in the wireless sector more difficult is the uncertainty of future demand for voice, data, and advanced services.⁶⁴ In an industry in which the intensity and level of demand are dynamic and difficult to predict, it is far more difficult for suppliers to ascertain whether there have been deviations from any imagined terms of coordination. Accordingly, in such an industry, it is far less likely that any coordinated interaction will occur in the first instance. The proposed transaction will have no impact on the difficulty of reaching terms of coordinated interaction or detecting or punishing departures from any such terms, even if they could be reached.

The wireless sector has been characterized by significant product innovations (*e.g.*, Push-to-Talk, text messaging, *etc.*). The episodic introduction of new technologies makes coordinated interactions far more difficult. In the face of the continuing restructurings of the dimensions of competition, the concomitant dynamic elements of competitive advantage and the associated

⁶¹ *Id.*

⁶² *See* DOJ Merger Guidelines at Section 2.1.

⁶³ *Id.*

⁶⁴ The Horizontal Merger Guidelines conclude that “If demand or cost fluctuations are relatively infrequent and small, deviations may be relatively easy to deter.” *Id.* at Section 2.12.

market incursions from the new and temporarily superior products or advanced services, any putative wireless cartel would find it extremely challenging to maintain terms of coordination. Such incursions likely could not be controlled successfully by any putative implicit agreement. As described above, it would be difficult, if not impossible, for ALLTEL and WWC to determine which of its customers are more or less likely to leave for a novel technological solution from a competitor. Thus, coordinated interactions are unlikely in the wireless industry, with or without the proposed merger.

D. ALLTEL's Acquisition of WWC Will Have No Impact on Intermodal Competition

In the *Cingular/AWS Order*, the Commission did not limit its public interest evaluation to mobile telephony. Because Cingular's parents were the second and third largest RBOCs, the Commission considered whether the merger with AWS would discourage intermodal competition between wireless and wireline services.⁶⁵ The Commission concluded that any potential harm to intermodal competition was negligible due to "the limited level of wireless-wireline competition at this point."⁶⁶ The Commission indicated, however, that it would continue to evaluate the impact of future transactions involving independent wireless carriers with wireline-affiliated carriers.⁶⁷

ALLTEL is both a provider of wireless and wireline services and WWC is an independent wireless carrier. Nonetheless, for several reasons ALLTEL's acquisition of WWC will have no impact on intermodal competition.

First, there are only a handful of wireless-wireline overlap areas; these areas are merely incidental to the transaction. ALLTEL holds no wireline interests in any of the nine new states in which ALLTEL will have wireless operations, and in the remaining states the mobile telephony licenses involved in this transaction overlap with only a small number of ALLTEL wireline operations. The mobile telephony licenses being acquired from WWC cover 609 counties. Less than 5% of these counties (28) are served by ALLTEL wireline facilities. In terms of CMAs, WWC holds mobile telephony licenses in only eleven CMAs that would overlap with ALLTEL's wireline operations.⁶⁸

Unlike the Cingular/AWS merger, this transaction does not involve the acquisition of an independent wireless carrier by a company controlled by some of the largest RBOCs. ALLTEL, a non-RBOC, is predominantly a mobile telephony carrier. Less than half of ALLTEL's revenue

⁶⁵ *Cingular/AWS Order*, 19 F.C.C.R at 21611-19.

⁶⁶ *Id.* at 21612.

⁶⁷ *Id.*

⁶⁸ These CMAs are: Lincoln, Nebraska; Missouri 9; Nebraska 5; Nebraska 7; Nebraska 9; Nebraska 10; Oklahoma 4; Oklahoma 7; Oklahoma 8; Texas 3; and Texas 8.

is currently generated by traditional wireline services.⁶⁹ After the merger, this percentage will decrease substantially with wireless accounting for nearly 70 percent of all revenue.⁷⁰

Given the Commission's recent (October 2004) determination that wireline-wireless substitution and intermodal competition issues generally were not a concern in the Cingular/AWS merger -- notwithstanding the substantial overlaps between AWS's and the RBOCs' service territories -- it would be anomalous for the Commission to determine otherwise here in light of the small number of overlaps and the nature of the wireline interests involved.

IV. OTHER ISSUES

A. International

The instant transaction also involves the transfer of control of Section 214-authorized international carrier Western Wireless International Enterprises, Inc. ("WWIE") from WWC to Wigeon, and the assignment of one authorization from WWC to Wigeon. Both companies are authorized to provide global facilities-based and resold international services. Approval of this transaction (i) will promote and preserve competition in the international telecommunications marketplace and (ii) will ensure that Wigeon has the necessary authority to continue to offer seamless international services to existing WWC customers.

The proposed transaction poses no risk of anticompetitive impact on the U.S. international telecommunications marketplace. Applicants together hold only a miniscule share of the international telecommunications market. For this reason alone, ALLTEL would have little ability to adversely affect competition. In addition, the Commission's principal concern for "the exercise of foreign market power in the U.S. market" is that such market power "could harm U.S. consumers through increases in prices, decreases in quality, or reductions in alternatives in end user markets."⁷¹ As the Commission explained further, "generally, this risk occurs when a U.S. carrier is affiliated with a foreign carrier that has sufficient market power on the foreign end of a route to affect competition adversely in the U.S. market."⁷² As discussed in more detail in the related international Section 214 applications filed with the International Bureau, the foreign carrier affiliates at issue are all mobile wireless providers. Thus, ALLTEL will acquire no affiliations with foreign carriers with market power, and consumers will not be harmed by the transaction.

⁶⁹ See ALLTEL Corporation, SEC Form 8K, Exhibit 99-A (Oct. 21, 2004).

⁷⁰ See ALLTEL Corporation, SEC Form 425, Transcript Remarks and Q and A of ALLTEL Corporation, at ¶ 18 (Jan. 11, 2005).

⁷¹ *Rules and Policies on Foreign Participation in the U.S. Telecommunications Market; Market Entry and Regulation of Foreign-Affiliated Entities, Report and Order and Order on Reconsideration*, 12 F.C.C.R. 23891, 23951-54 (1997).

⁷² *Id.*

B. Related Governmental Filings

The DOJ will conduct its own review of the competitive aspects of this transaction pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976, 15 U.S.C. §18(a), and the rules promulgated under that Act. ALLTEL and WWC expect to submit a notification form and an associated documentary appendix to the DOJ and the FTC shortly. Filings also are required with telecommunications and competition regulators in a limited number of foreign countries, and consent is expected to be obtained within two months to the extent prior approval is necessary.

C. Additional Authorizations

In addition to seeking the Commission's approval of the transfers of control of the FCC authorizations covered in these applications, the parties also request the additional authorizations described below.

1. After-Acquired Authorizations

While the list of call signs referenced in each application is intended to be complete and to include all of the licenses and authorizations held by the respective licensees that are subject to the transaction, WWC licensees may now have on file, and may hereafter file, additional requests for authorizations for new or modified facilities which may be granted before the Commission takes action on the instant applications. Accordingly, the parties request that any Commission approval of the applications filed for this transaction include authority for ALLTEL to acquire control of: (1) any authorization issued to the respective licensees/transferor during the pendency of the transaction and the period required for consummation of the transaction; (2) any construction permits held by the respective licensees/transferor that mature into licenses after closing; and (3) any applications that are pending at the time of consummation. Such action would be consistent with prior decisions of the Commission.⁷³ Moreover, because ALLTEL is acquiring WWC and all of its FCC authorizations, ALLTEL requests that Commission approval include any facilities that may have been inadvertently omitted.

In addition, the parties hereby request a blanket exemption from Sections 1.927(h) and 1.933(b) of the FCC's rules, 47 C.F.R. §§ 1.927(h), 1.933(b), in cases where the licensee files amendments to pending applications to reflect consummation of this application. The exemption is requested so that such amendments reporting the change in ownership will not be treated as major amendments requiring a second public notice for the still-pending applications. Since any ownership changes that result with respect to any particular pending application are part of a

⁷³ *Applications of NYNEX Corp., Transferor, and Bell Atlantic Corp., Transferee, for Consent to Transfer Control of NYNEX Corp. and Its Subsidiaries, Memorandum Opinion and Order*, 12 F.C.C.R. 19985, 20097 (1997); *Applications of Craig O. McCaw, Transferor, and AT&T, Transferee, for Consent to the Transfer of Control of McCaw Cellular Communications, Inc. and its Subsidiaries, Memorandum Opinion and Order*, 9 F.C.C.R. 5836, 5909 n.300 (1994) ("McCaw").

larger transaction undertaken for a legitimate business purpose, grant of such an exemption would be consistent with previous Commission decisions.⁷⁴

2. Trafficking

To the extent any authorizations for unconstructed systems are covered by this transaction, these authorizations are merely incidental, with no separate payment being made for any individual authorization or facility. Accordingly, there is no reason to review the transaction from a trafficking perspective.⁷⁵

CONCLUSION

For the foregoing reasons, the subject transaction serves the public interest, convenience, and necessity. Accordingly, ALLTEL and WWC respectfully request that the Commission expeditiously grant the instant transfer of control applications.

⁷⁴ See, e.g., *Applications of PacifiCorp Holdings, Inc. Transferor, and Century Telephone Enterprises, Inc. Transferee, For Consent to Transfer Control of Pacific Telecom, Inc. a Subsidiary of PacifiCorp Holdings, Inc., Memorandum Opinion and Order*, 13 F.C.C.R. 8891, 8915; *McCaw*, 9 F.C.C.R. at 5909 n.300 (1994).

⁷⁵ 47 C.F.R. § 1.948(i) (noting that the Commission *may* request additional information regarding trafficking if it appears that a transaction involves unconstructed authorizations that were obtained for the principal purpose of speculation); *id.* § 101.55(c)-(d) (permitting transfers of unconstructed microwave facilities that are “incidental to the sale [of] other facilities or merger of interests”).

ATTACHMENTS

ATTACHMENT 1 – Declaration of Jeffery R. Gardner, Executive Vice President and Chief Financial Officer, ALLTEL Corporation

ATTACHMENT 2 – Spectrum Aggregation Chart

ATTACHMENT 3 – Competitors Chart

DECLARATION OF JEFFERY R. GARDNER
Executive Vice President and Chief Financial Officer, ALLTEL Corporation

I, Jeffery R. Gardner, hereby declare the following:

Biographical Information

1. I am the Executive Vice President and Chief Financial Officer of ALLTEL Corporation ("ALLTEL"). In this capacity, I am responsible for the finance and accounting functions for ALLTEL. My responsibilities include ALLTEL's capital markets, budgeting and forecasting, strategic planning, accounting, procurement, tax and operational support.

2. I have been in the communications industry since 1986 and joined ALLTEL in 1998 when ALLTEL and 360 Degree Communications merged. At 360 Degree Communications, I held a variety of senior management positions, including senior vice president of finance, which included treasury, accounting and capital markets; president of the Mid-Atlantic Region; vice president and general manager of the Las Vegas market; and director of finance. I am a certified public accountant and received a Bachelor of Science degree in finance from Purdue University and a master's degree in business administration from the College of William and Mary.

3. ALLTEL's acquisition of Western Wireless Corporation ("WWC") will result in a number of synergies that will yield tangible benefits to the subscribers of both companies, including improved network coverage and services, enhanced best practices, and cheaper and more varied equipment. The result will be improved overall consumer satisfaction leading to reduced churn, the totality of which would not otherwise occur absent the merger.

4. Improved network coverage. By merging networks, the combined company will offer an expanded footprint covering more areas combined than what either company today serves on its own. In particular, ALLTEL will expand its footprint into nine states that it would not otherwise serve. In areas where the networks of ALLTEL and WWC currently overlap, the combination of both networks will reduce dead spots and thereby improve in-market coverage.

5. The merger allows the combined company to expand and fill out both carriers' networks in the near term because of the ability to integrate established and technically compatible operating networks. These synergies would not be available were either company to purchase bare spectrum in the marketplace, even assuming sufficient spectrum was available for purchase. Without existing and compatible networks, the acquisition of new spectrum would require the acquisition of new tower sites and equipment, a process that would significantly delay the ability to offer the improved coverage benefits customers demand.

6. Enhanced best practices. As established regional providers, both ALLTEL and WWC have developed a series of practices to efficiently and effectively meet customer needs and comply with regulatory mandates. For example, WWC and ALLTEL have traditionally provided mobile telephony utilizing CDMA technology but have taken somewhat divergent paths with respect to roaming. WWC has deployed a GSM overlay network to accommodate roamers and thereby increase roaming revenues. By combining, ALLTEL will acquire WWC's expertise with regard to GSM technology and be in a position to take advantage of WWC's established relationships with GSM vendors. Moreover, ALLTEL has completed numerous acquisitions over the years and has consolidated various billing operations into a single scalable system that significantly reduced billing costs per subscriber.

7. These are but a few examples of best practices developed by each company. Other examples can be found in the areas of network operations and management, purchasing, and general and administrative practices. The implementation of the best of these and other practices from each company will inure to the benefit of the combined company's subscribers.

8. Better, cheaper, more varied customer and network equipment. A broader selection of customer equipment, available at more competitive prices and containing more features demanded by consumers, will become available as the result of the combined company's enhanced purchasing power and larger customer base.

9. As a result of each of these pro-consumer synergies, long-term churn rates for the merged company are predicted to decline to a level below what they otherwise would have been were the two companies to remain separate. This prediction is based, in part, on the fact that some of the major drivers of total churn – network quality and coverage, service offerings, and customer service – will be improved by the merger because of the resulting larger footprint and more rapid roll-out of advanced services.

Pro-Competitive Synergies

10. In addition, the merger will result in cost savings in a number of areas, making ALLTEL a more effective competitor in the mobile telephony market. Overall, ALLTEL estimates that the proposed transaction will produce operating synergies with a net present value of over \$600 million. These savings will afford the merged company additional capital resources to better compete in a vigorously competitive marketplace characterized by consistently and rapidly declining prices and the ready ability of consumers to switch providers if they are dissatisfied.

11. Reduction in operational expenses. ALLTEL expects to realize operating synergies of \$50-60 million in 2006, \$70-80 million in 2007, and \$80-90 million in 2008. These savings, which will occur without any adverse effect on call quality or the availability of new services, will be driven by a number of factors, including: diminished need for coverage site (tower) additions, reduction of future equipment purchases (due to reusable duplicative capital equipment), greater equipment purchasing power, and network efficiencies. Each of these factors would be attributable to the merger and collectively would not be achievable by either company on its own.

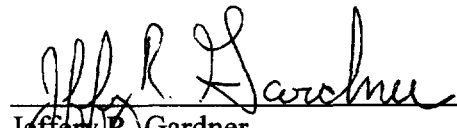
12. Reduction in costs per gross additional subscriber. As part of the reduction in operating expenses, the merged company will also see savings on new subscriber costs by optimizing sales and distribution channels, consolidating advertising and marketing costs, and realizing other marketing efficiencies, as well as through greater handset manufacturer discounts available because of volume pricing. These savings are direct consequences of the merger and cannot be achieved through the purchase of spectrum alone; they are uniquely tied to the proposed WWC acquisition.

13. Reduction in maintenance/administrative costs. Reduced operating expenses will also include savings in the areas of billing, customer service, and corporate/administration, as a result of the implementation of best practices from the two companies and as the new company evolves into a more efficient corporate structure and duplicative/redundant functions are eliminated. The incorporation of the best practices from each company, and the cost savings that flow therefrom, are a unique benefit of the merger. This is likewise the case with regard to the elimination of duplicative/redundant functions that would not occur but for the merger.

14. Interest Savings. ALLTEL's acquisition of WWC will produce substantial interest savings. As part of the transaction, ALLTEL has agreed to assume WWC's debt which is currently subject to interest rates much higher than those available to ALLTEL. Thus, by refinancing this debt, substantial savings will be produced that would be unavailable but for the transaction.

I declare under penalty of perjury that the foregoing is true and correct.

Signature:



Jeffrey R. Gardner
Executive Vice President and CFO
ALLTEL Corporation

Date:

January 24, 2005

Spectrum Aggregation¹

CMA#	CMA Name	County Name	State	ALLTEL	Western	Combined MHz
CMA172	Lincoln, NE	Lancaster	NE	25	25	50
CMA334	Arkansas 11 - Hempstead	Columbia	AR	35	35	70
CMA334	Arkansas 11 - Hempstead	Hempstead	AR	35	35	70
CMA334	Arkansas 11 - Hempstead	Lafayette	AR	35	35	70
CMA334	Arkansas 11 - Hempstead	Nevada	AR	35	35	70
CMA430	Kansas 3 - Jewell	Clay	KS	25	45	70
CMA430	Kansas 3 - Jewell	Cloud	KS	25	35	60
CMA430	Kansas 3 - Jewell	Jewell	KS	25	35	60
CMA430	Kansas 3 - Jewell	Lincoln	KS	25	35	60
CMA430	Kansas 3 - Jewell	Mitchell	KS	25	35	60
CMA430	Kansas 3 - Jewell	Ottawa	KS	25	35	60
CMA430	Kansas 3 - Jewell	Republic	KS	25	35	60
CMA430	Kansas 3 - Jewell	Washington	KS	25	35	60
CMA431	Kansas 4 - Marshall	Geary	KS	25	45	70
CMA431	Kansas 4 - Marshall	Marshall	KS	25	35	60
CMA431	Kansas 4 - Marshall	Nemaha	KS	25	35	60
CMA431	Kansas 4 - Marshall	Pottawatomie	KS	25	45	70
CMA431	Kansas 4 - Marshall	Riley	KS	25	45	70
CMA435	Kansas 8 - Ellsworth	Dickinson	KS	25	35	60
CMA435	Kansas 8 - Ellsworth	Ellsworth	KS	25	35	60
CMA435	Kansas 8 - Ellsworth	McPherson	KS	25	35	60
CMA435	Kansas 8 - Ellsworth	Marion	KS	25	35	60
CMA435	Kansas 8 - Ellsworth	Rice	KS	25	35	60
CMA435	Kansas 8 - Ellsworth	Saline	KS	25	35	60
CMA436	Kansas 9 - Morris	Chase	KS	25	35	60
CMA436	Kansas 9 - Morris	Greenwood	KS	25	35	60
CMA436	Kansas 9 - Morris	Lyon	KS	25	35	60
CMA436	Kansas 9 - Morris	Morris	KS	25	35	60
CMA436	Kansas 9 - Morris	Wabaunsee	KS	25	35	60
CMA437	Kansas 10 - Franklin	Allen	KS	25	35	60
CMA437	Kansas 10 - Franklin	Anderson	KS	25	35	60
CMA437	Kansas 10 - Franklin	Bourbon	KS	25	35	60
CMA437	Kansas 10 - Franklin	Coffey	KS	25	35	60
CMA437	Kansas 10 - Franklin	Franklin	KS	25	25	50

¹ Spectrum held by licensees in which ALLTEL and Western, respectively, own a 10% or greater and/or a controlling interest, including interests that the parties are in the process of acquiring.

FCC Form 603
Attachment 2
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CMA#	CMA Name	County Name	State	ALL/TEL	Western	Combined MHz
CMA437	Kansas 10 - Franklin	Linn	KS	25	35	60
CMA437	Kansas 10 - Franklin	Miami	KS	25	25	50
CMA437	Kansas 10 - Franklin	Woodson	KS	25	35	60
CMA438	Kansas 11 - Hamilton	Finney	KS	25	0	25
CMA438	Kansas 11 - Hamilton	Grant	KS	25	0	25
CMA438	Kansas 11 - Hamilton	Hamilton	KS	25	0	25
CMA438	Kansas 11 - Hamilton	Haskell	KS	25	0	25
CMA438	Kansas 11 - Hamilton	Kearny	KS	25	0	25
CMA438	Kansas 11 - Hamilton	Morton	KS	25	10	35
CMA438	Kansas 11 - Hamilton	Seward	KS	25	10	35
CMA438	Kansas 11 - Hamilton	Stanton	KS	25	0	25
CMA438	Kansas 11 - Hamilton	Stevens	KS	25	10	35
CMA439	Kansas 12 - Hodgeman	Clark	KS	25	0	25
CMA439	Kansas 12 - Hodgeman	Ford	KS	25	0	25
CMA439	Kansas 12 - Hodgeman	Gray	KS	25	0	25
CMA439	Kansas 12 - Hodgeman	Hodgeman	KS	25	0	25
CMA439	Kansas 12 - Hodgeman	Meade	KS	25	10	35
CMA441	Kansas 14 - Reno	Cowley	KS	25	35	60
CMA441	Kansas 14 - Reno	Harper	KS	25	35	60
CMA441	Kansas 14 - Reno	Harvey	KS	25	35	60
CMA441	Kansas 14 - Reno	Kingman	KS	25	35	60
CMA441	Kansas 14 - Reno	Reno	KS	25	35	60
CMA441	Kansas 14 - Reno	Sumner	KS	25	35	60
CMA512	Missouri 9 - Bates	Bates	MO	0	35	35
CMA512	Missouri 9 - Bates	Cedar	MO	35	30	65
CMA512	Missouri 9 - Bates	Henry	MO	0	35	35
CMA512	Missouri 9 - Bates	St. Clair	MO	25	35	60
CMA512	Missouri 9 - Bates	Vernon	MO	0	35	35
CMA534	Nebraska 2 - Cherry	Boyd	NE	25	30	55
CMA534	Nebraska 2 - Cherry	Brown	NE	25	30	55
CMA534	Nebraska 2 - Cherry	Cherry	NE	25	30	55
CMA534	Nebraska 2 - Cherry	Garfield	NE	25	30	55
CMA534	Nebraska 2 - Cherry	Holt	NE	25	30	55
CMA534	Nebraska 2 - Cherry	Keya Paha	NE	25	30	55
CMA534	Nebraska 2 - Cherry	Rock	NE	25	30	55
CMA534	Nebraska 2 - Cherry	Wheeler	NE	25	30	55
CMA535	Nebraska 3 - Knox	Antelope	NE	25	30	55
CMA535	Nebraska 3 - Knox	Burt	NE	25	35	60
CMA535	Nebraska 3 - Knox	Cedar	NE	25	30	55
CMA535	Nebraska 3 - Knox	Cuming	NE	25	35	60

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CMA#	CMA Name	County Name	State	ALLTEL	Western	Combined MHz
CMA535	Nebraska 3 - Knox	Dixon	NE	25	30	55
CMA535	Nebraska 3 - Knox	Knox	NE	25	30	55
CMA535	Nebraska 3 - Knox	Madison	NE	25	30	55
CMA535	Nebraska 3 - Knox	Pierce	NE	25	30	55
CMA535	Nebraska 3 - Knox	Stanton	NE	25	30	55
CMA535	Nebraska 3 - Knox	Thurston	NE	25	30	55
CMA535	Nebraska 3 - Knox	Wayne	NE	25	30	55
CMA536	Nebraska 4 - Grant	Arthur	NE	25	30	55
CMA536	Nebraska 4 - Grant	Blaine	NE	25	30	55
CMA536	Nebraska 4 - Grant	Custer	NE	25	30	55
CMA536	Nebraska 4 - Grant	Grant	NE	25	35	60
CMA536	Nebraska 4 - Grant	Greeley	NE	25	30	55
CMA536	Nebraska 4 - Grant	Hooker	NE	25	30	55
CMA536	Nebraska 4 - Grant	Howard	NE	25	30	55
CMA536	Nebraska 4 - Grant	Logan	NE	25	30	55
CMA536	Nebraska 4 - Grant	Loup	NE	25	30	55
CMA536	Nebraska 4 - Grant	McPherson	NE	25	30	55
CMA536	Nebraska 4 - Grant	Sherman	NE	25	30	55
CMA536	Nebraska 4 - Grant	Thomas	NE	25	30	55
CMA536	Nebraska 4 - Grant	Valley	NE	25	30	55
CMA537	Nebraska 5 - Boone	Boone	NE	25	30	55
CMA537	Nebraska 5 - Boone	Butler	NE	25	35	60
CMA537	Nebraska 5 - Boone	Colfax	NE	25	35	60
CMA537	Nebraska 5 - Boone	Dodge	NE	25	35	60
CMA537	Nebraska 5 - Boone	Merrick	NE	25	30	55
CMA537	Nebraska 5 - Boone	Nance	NE	25	30	55
CMA537	Nebraska 5 - Boone	Platte	NE	25	35	60
CMA537	Nebraska 5 - Boone	Polk	NE	25	35	60
CMA537	Nebraska 5 - Boone	Saunders	NE	25	35	60
CMA537	Nebraska 5 - Boone	Washington	NE	25	35	60
CMA538	Nebraska 6 - Keith	Buffalo	NE	25	30	55
CMA538	Nebraska 6 - Keith	Dawson	NE	25	30	55
CMA538	Nebraska 6 - Keith	Keith	NE	25	30	55
CMA538	Nebraska 6 - Keith	Lincoln	NE	25	30	55
CMA538	Nebraska 6 - Keith	Perkins	NE	25	30	55
CMA539	Nebraska 7 - Hall	Hall	NE	25	30	55
CMA539	Nebraska 7 - Hall	Hamilton	NE	25	30	55
CMA539	Nebraska 7 - Hall	Seward	NE	25	30	55
CMA539	Nebraska 7 - Hall	York	NE	25	30	55
CMA540	Nebraska 8 - Chase	Chase	NE	25	30	55

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CMA#	CMA Name	County Name	State	ALL TEL	Western	Combined MHz
CMA540	Nebraska 8 - Chase	Dundy	NE	25	30	55
CMA540	Nebraska 8 - Chase	Franklin	NE	25	30	55
CMA540	Nebraska 8 - Chase	Frontier	NE	25	30	55
CMA540	Nebraska 8 - Chase	Furnas	NE	25	30	55
CMA540	Nebraska 8 - Chase	Gosper	NE	25	30	55
CMA540	Nebraska 8 - Chase	Harlan	NE	25	30	55
CMA540	Nebraska 8 - Chase	Hayes	NE	25	30	55
CMA540	Nebraska 8 - Chase	Hitchcock	NE	25	30	55
CMA540	Nebraska 8 - Chase	Kearney	NE	25	30	55
CMA540	Nebraska 8 - Chase	Phelps	NE	25	30	55
CMA540	Nebraska 8 - Chase	Red Willow	NE	25	30	55
CMA541	Nebraska 9 - Adams	Adams	NE	25	30	55
CMA541	Nebraska 9 - Adams	Clay	NE	25	30	55
CMA541	Nebraska 9 - Adams	Fillmore	NE	25	30	55
CMA541	Nebraska 9 - Adams	Jefferson	NE	25	30	55
CMA541	Nebraska 9 - Adams	Nuckolls	NE	25	30	55
CMA541	Nebraska 9 - Adams	Saline	NE	25	30	55
CMA541	Nebraska 9 - Adams	Thayer	NE	25	30	55
CMA541	Nebraska 9 - Adams	Webster	NE	25	30	55
CMA542	Nebraska 10 - Cass	Cass	NE	25	35	60
CMA542	Nebraska 10 - Cass	Gage	NE	25	30	55
CMA542	Nebraska 10 - Cass	Johnson	NE	25	30	55
CMA542	Nebraska 10 - Cass	Nemaha	NE	25	35	60
CMA542	Nebraska 10 - Cass	Otoe	NE	25	35	60
CMA542	Nebraska 10 - Cass	Pawnee	NE	25	30	55
CMA542	Nebraska 10 - Cass	Richardson	NE	25	35	60
CMA554	New Mexico 2 - Colfax	Colfax	NM	25	0	25
CMA554	New Mexico 2 - Colfax	Harding	NM	25	0	25
CMA554	New Mexico 2 - Colfax	Mora	NM	25	0	25
CMA554	New Mexico 2 - Colfax	Union	NM	25	40	65
CMA556	New Mexico 4 - Santa Fe	Curry	NM	25	15	40
CMA556	New Mexico 4 - Santa Fe	DeBaca	NM	25	15	40
CMA556	New Mexico 4 - Santa Fe	Guadalupe	NM	25	0	25
CMA556	New Mexico 4 - Santa Fe	Los Alamos	NM	25	0	25
CMA556	New Mexico 4 - Santa Fe	Quay	NM	25	15	40
CMA556	New Mexico 4 - Santa Fe	Roosevelt	NM	25	15	40
CMA556	New Mexico 4 - Santa Fe	San Miguel	NM	25	0	25
CMA556	New Mexico 4 - Santa Fe	Santa Fe	NM	25	0	25
CMA556	New Mexico 4 - Santa Fe	Torrance	NM	25	0	25
CMA599	Oklahoma 4 - Nowata	Adair	OK	25	35	60

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CMA#	CMA Name	County Name	State	ALLTEL	Western	Combined MHz
CMA599	Oklahoma 4 - Nowata	Cherokee	OK	25	35	60
CMA599	Oklahoma 4 - Nowata	Craig	OK	0	35	35
CMA599	Oklahoma 4 - Nowata	Delaware	OK	25	35	60
CMA599	Oklahoma 4 - Nowata	Nowata	OK	0	35	35
CMA599	Oklahoma 4 - Nowata	Ottawa	OK	0	25	25
CMA599	Oklahoma 4 - Nowata	Washington	OK	0	25	25
CMA605	Oklahoma 10 - Haskell	Choctaw	OK	0	10	10
CMA605	Oklahoma 10 - Haskell	Haskell	OK	0	0	0
CMA605	Oklahoma 10 - Haskell	Latimer	OK	0	0	0
CMA605	Oklahoma 10 - Haskell	McCurtain	OK	10	0	10
CMA605	Oklahoma 10 - Haskell	Pushmataha	OK	0	10	10
CMA658	Texas 7 - Fannin	Camp	TX	25	35	60
CMA658	Texas 7 - Fannin	Cass	TX	35	35	70
CMA658	Texas 7 - Fannin	Delta	TX	0	45	45
CMA658	Texas 7 - Fannin	Fannin	TX	0	30	30
CMA658	Texas 7 - Fannin	Franklin	TX	25	35	60
CMA658	Texas 7 - Fannin	Hopkins	TX	0	35	35
CMA658	Texas 7 - Fannin	Hunt	TX	0	35	35
CMA658	Texas 7 - Fannin	Lamar	TX	0	45	45
CMA658	Texas 7 - Fannin	Marion	TX	0	35	35
CMA658	Texas 7 - Fannin	Morris	TX	25	35	60
CMA658	Texas 7 - Fannin	Rains	TX	0	35	35
CMA658	Texas 7 - Fannin	Red River	TX	25	45	70
CMA658	Texas 7 - Fannin	Titus	TX	25	35	60
CMA658	Texas 7 - Fannin	Upshur	TX	0	35	35
CMA658	Texas 7 - Fannin	Wood	TX	0	35	35
CMA659	Texas 8 - Gaines	Andrews	TX	25	35	60
CMA659	Texas 8 - Gaines	Borden	TX	25	30	55
CMA659	Texas 8 - Gaines	Coke	TX	25	30	55
CMA659	Texas 8 - Gaines	Dawson	TX	25	30	55
CMA659	Texas 8 - Gaines	Fisher	TX	25	35	60
CMA659	Texas 8 - Gaines	Gaines	TX	25	30	55
CMA659	Texas 8 - Gaines	Glasscock	TX	0	30	30
CMA659	Texas 8 - Gaines	Howard	TX	0	25	25
CMA659	Texas 8 - Gaines	Martin	TX	25	25	50
CMA659	Texas 8 - Gaines	Mitchell	TX	25	35	60
CMA659	Texas 8 - Gaines	Nolan	TX	25	35	60
CMA659	Texas 8 - Gaines	Scurry	TX	25	35	60
CMA659	Texas 8 - Gaines	Sterling	TX	0	30	30
CMA678	Utah 6 - Piute	Garfield	UT	25	35	60

CMA#	CMA Name	County Name	State	ALLTEL	Western	Combined MHz
CMA678	Utah 6 - Piute	Kane	UT	25	35	60
CMA678	Utah 6 - Piute	Piute	UT	25	35	60
CMA678	Utah 6 - Piute	San Juan	UT	25	35	60
CMA678	Utah 6 - Piute	Wayne	UT	25	35	60

Wireless Competitors in Subject Market Areas¹

 Constructed Facilities²

CMA# CMA Name	Cellular Block A	Cellular Block B	PCS Block A	PCS Block B	PCS Block C	PCS Block D	PCS Block E	PCS Block F	ESMR
CMA172 Lincoln, NE	WWC License (W)	ALLTEL NE (A)	N. Cingular RR (C) N. Cingular Wir. (C)	WirelessCo (S)	Cricket Licensee (L) Salmon PCS (C)	Qwest Wireless (Q)	VSTR PCS BTA I (T)	USC IA (U)	Nextel
CMA334 AR 11 – Hempstead	WWC License (W)	ALLTEL SW AR (A)	AMT Cellular (C) Dallas MTA (V) Omnipoint Hold. (T) TeleCorp PCS (C)	WirelessCo (S)	Cook Inlet GA Cricket Licensee (L) Verizon TN (V) VSTR GSM I Lic. (T) VSTR GSM I LLC (T) WWC License (W)	ALLTEL Comm. (A) WWC License (W)	ALLTEL Comm. (A) N. Cingular Wir. (C) WWC License (W)	Louis. Unwired SW Bell Wir. (C) TeleCorp Hold. (C)	Nextel
CMA430 KS 3 – Jewell	WWC License (W)	ALLTEL KS (A)	N. Cingular Wir. (C) RR Cingular (C) Westlink WirelessCo (S)	VSTR KS City (T) WirelessCo (S) WWC License (W)	ABC Wireless (C) Cook Inlet GA KS Pers. Comm. VSTR GSM III (T)	Poplar Topeka VSTR PCS BTA I (T) WWC Holding (W)	N. Cingular Wir. (C) Poplar Manhattan WWC License (W)	Poplar Salina Royal Wir. (C) RR Cingular (C) SW Bell Wir. (C)	Nextel
CMA431 KS 4 – Marshall	WWC License (W)	ALLTEL KS (A)	WirelessCo (S)	VSTR KS City (T) WWC License (W)	ABC Wireless (C) KS Pers. Comm. Westlink	Poplar Topeka WWC Holding (W)	N. Cingular Wir. (C) Poplar Manhattan	Royal Wir. (C) RR Cingular (C) SW Bell Wir. (C)	Nextel
CMA435 KS 8 – Ellsworth	WWC License (W)	ALLTEL KS (A)	N. Cingular Wir. (C) RR Cingular (C) Westlink	WirelessCo (S)	Cook Inlet GA Cricket Licensee (L) KS Pers. Comm. VSTR GSM III LLC (T) WGH Comm.	VSTR PCS BTA I (T) WWC License (W)	Omnipoint Salina (T) Poplar Wichita WWC License (W)	Poplar Hutchinson Poplar Salina VSTR GSM II LLC (T)	Nextel

¹ Major Trading Areas (MTAs) (used for assigning PCS A & B licenses) and Metropolitan Statistical Areas (MSAs) and Rural Service Areas (RSAs) (used for assigning Cellular A & B licenses) do not coincide exactly with BTAs, therefore licenses assigned via MTA, MSA, or RSA may be noted in multiple BTAs. As a result, the licenses listed under cellular block (A or B) do not compete against other cellular licenses in their block, rather each is licensed to serve a separate geographic region of the pertinent BTA and competes against the other cellular and operating PCS carriers in the BTA.

² Denotes active cellular licenses granted more than 18 months ago, active PCS licenses for which a construction notification has been filed, and other sources of publicly-available information. Carriers that have completed construction may not be operating, and carriers that are operating may not have filed construction notices. In instances where there are multiple carriers within a license block in a particular BTA, the block is shaded if any of the carriers satisfy the criteria in the preceding sentence. This chart lists licensed, facilities-based terrestrial carriers only, and does not include resellers or satellite service providers.

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CMA# County Name	Cellular Block A	Cellular Block B	PCS Block A	PCS Block B	PCS Block C	PCS Block D	PCS Block E	PCS Block F	RSMR
CMA436 KS 9 - Morris	WWC License (W)	ALL TEL KS (A)	N. Cingular Wir. (C) WirelessCo (S)	VSTR KS City (T) WirelessCo (S) WWC License (W)	Crocket Licensee (T) KS Pers. Comm. WBH Comm.	Poplar Emporia Poplar Topeka WWC License (W)	N. Cingular RR (C) N. Cingular Wir. (C) Poplar Wichita	Royal Wir. (C) VSTR GSM II LLC (C) Westlink	Nextel
CMA437 KS 10 - Franklin	WWC License (W)	ALL TEL KS (A)	N. Cingular Wir. (C) WirelessCo (S)	VSTR KS City (T) WirelessCo (S) WWC License (W)	Crocket Licensee (L) KS Pers. Comm. WGH Comm.	N. Cingular Wir. (C) Poplar Emporia Verizon VAW (V) WWC License (W)	N. Cingular Wir. (C) Poplar Wichita SW Bell Wir. (C)	Cook Inlet GA Royal Wir. (C) VSTR GSM II LLC (T)	Nextel
CMA438 KS 11 - Hamilton	RCC MN (R)	ALL TEL KS (A)	N. Cingular Wir. (C)	WirelessCo (S)	Epic Touch Westlink	Panhandle Telecom. Westlink	Westlink WWC License (W)	Panhandle Telecom. Poplar AR Westlink	Nextel
CMA439 KS 12 - Hodgeman	RCC MN (R)	ALL TEL KS (A)	N. Cingular Wir. (C) Westlink	WirelessCo (S)	Epic Touch Royal Wir. (C) Von Donop	Panhandle Telecom. Westlink	Westlink WWC License (W)	Panhandle Telecom. Poplar AR	Nextel
CMA441 KS 14 - Reno	WWC License (W)	ALL TEL KS (A)	N. Cingular Wir. (C) Westlink	WirelessCo (S)	Crocket Licensee (L) KS Pers. Comm.	VSTR PCS BTA I (T) VSTR PCS II (T) WWC License (W)	OmniPoint Salina (T) Poplar Wichita	Poplar Hutchinson VSTR GSM II LLC	Nextel
CMA512 MO 9 - Bates	WWC License (W)	ALL TEL Comm. (A) MO RSA 9B1 (C)	N. Cingular Wir. (C) USC Missouri (U) WirelessCo (S)	VSTR KS City (T) WirelessCo (S) WWC License (W)	WGH Comm. SW Bell Wir. (C)	SW Bell Wir. (C) Verizon VAW (V)	ALL TEL Comm. (A) N. Cingular Wir. (C)	Royal Wir. (C) VSTR GSM II LLC (T) WWC License (W)	Nextel
CMA534 NE 2 - Cherry	WWC License (W)	ALL TEL NE (A)	N. Cingular Wir. (C)	WirelessCo (S)	Hamilton Wir. NE CO Cell.	NE CO Cell. PinPoint Wir.	VSTR PCS BTA I (T) WWC License (W)	NE CO Cell.	Nextel
CMA535 NE 3 - Knox	WWC License (W)	ALL TEL NE (A)	Iowa Wir. Svcs. N. Cingular Wir. (C) USC IA (U) VSTR PCS I (T) WWC License (W)	Brookings Min. WirelessCo (S)	CIVS IV Lic. Sub. (T) NE CO Cell. TeleCorp Hold. (C) VSTR GSM I LLC (T) WWC License (W)	Qwest Wir. (Q) MW Wir. IA NE CO Cell.	Qwest Wir. (Q) USC IA (U) VSTR PCS BTA I (T) WWC License (W)	Crocket Lic. XX (L) N. Cingular Wir. (C) NE CO Cell.	Nextel
CMA536 NE 4 - Grant	NE CO Cell. WWC License (W)	ALL TEL NE (A)	N. Cingular Wir. (C) WirelessCo (S)	VSTR PCS II (T) WirelessCo (S) WWC License (W)	Hamilton Wir. Salmon PCS (S) Tracy Corp.	PinPoint Wir. Qwest Wir. (Q)	NE CO Cell. VSTR PCS BTA I (T) WWC License (W)	NE CO Cell.	Nextel
CMA537 NE 5 - Boone	WWC License (W)	ALL TEL NE (A)	N. Cingular Wir. (C) USC IA (U)	WirelessCo (S)	CIVS IV Lic. Sub. (T) Hamilton Wir. NE CO Cell. Salmon PCS (C) VSTR GSM I LLC (T) WWC License (W)	NE CO Cell. Qwest Wir. (Q)	USC IA (U) VSTR PCS BTA I (T) WWC License (W)	Crocket Lic. XX (L) NE CO Cell.	Nextel
CMA538 NE 6 - Keith	WWC License (W)	ALL TEL NE (A)	N. Cingular Wir. (C)	WirelessCo (S)	Hamilton Wir.	PinPoint Wir. (T)	VSTR PCS BTA I (T)	NE CO Cell.	Nextel
CMA539 NE 7 - Hall	WWC License (W)	ALL TEL NE (A)	N. Cingular RR. (C) N. Cingular Wir. (C) NE CO Cell.	WirelessCo (S)	Salmon PCS (C) Crocket Licensee (L) Hamilton Wir.	Qwest Wir. (Q) Qwest Wir. (Q)	WWC License (W) VSTR PCS BTA I (T) WWC License (W)	NE CO Cell. USC IA (U)	Nextel

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CMA# CMA Name	Cellular Block A	Cellular Block B	PCS Block A	PCS Block B	PCS Block C	PCS Block D	PCS Block E	PCS Block F	ESM#
CMA540 NE 8 - Chase	WWC License (W)	ALLTEL NE (A)	N. Cingular Wir. (C) NE CO Cell.	WirelessCo (S)	Hamilton Wir. NE CO Cell. PinPoint Wir. Salmon PCS (C)	PinPoint Hold. PinPoint Wir.	VSTR PCS BTA I (T) WWC License (W)	NE CO Cell. PinPoint Wir. Salmon PCS (C)	Nextel
CMA541 NE 9 - Adams	WWC License (W)	ALLTEL (A)	N. Cingular Wir. (C)	WirelessCo (S)	Cricket Licensee (L) NE CO Cell. Salmon PCS (C)	PinPoint Wir. Qwest Wir. (Q)	VSTR PCS BTA I (T) WWC License (W)	Salmon PCS (C) USC IA (U)	Nextel
CMA542 NE 10 - Cass	WWC License (W)	ALLTEL NE (A)	N. Cingular Wir. (C) USC IA (U)	WirelessCo (S)	CIVS IV Lic. Sub. (T) Cricket Licensee (L) Salmon PCS (C) VSTR GSM I LLC (T) WWC License (W)	Qwest Wir. (Q)	USC IA (U) VSTR PCS BTA I (T) WWC License (W)	Cricket Lic. XX (L) USC IA (U)	Nextel
CMA554 NM 2 - Colfax	ALLTEL NE (A) ALLTEL NM (A)	WWC License (W) ENMR Tel. Coop.	Dallas MTA (V) VSTR PCS II (T)	N. Cingular Wir. (C) WirelessCo (S)	Cricket Licensee (L) N. Cingular Wir. (C) Salmon PCS (C)	SprintCom (S) VSTR PCS BTA I (T) WWC License (W)	N. NM Telecom Qwest Wir. (Q) WWC Texas (W)	High Plains N. Cingular RR (C) N. Cingular Wir. (C)	Nextel
CMA556 NM 4 - Santa Fe	ALLTEL NM (A)	NM RSA 4 East Verizon VAW (V)	Dallas MTA (V) VSTR PCS II (T)	N. Cingular Wir. (C) Sprint PCS (S) WirelessCo (S)	Cricket Licensee (L) Lewis & Clark N. Cingular Wir. (C) RR Cingular (C) Salmon PCS (C) SW Wireless (C)	SprintCom (S) VSTR PCS BTA I (T) WWC License (W)	Qwest Wir. (Q) VSTR PCS BTA I (T) WWC License (W) WWC Texas (W)	High Plains Lewis & Clark N. Cingular RR (C) N. Cingular Wir. (C)	Nextel
CMA599 OK 4 - Nowata	WWC License (W)	ALLTEL Comm. (A) OK 4 South (A) USC Tulsa (U)	Meriwether Comm. N. Cingular Wir. (C) SW Bell Wir. (C) WirelessCo (S)	VSTR KS City (T) WirelessCo (S)	Cricket Licensee (L) Cross Tel. Co. Meriwether Comm. SW Bell Wir. (C) VSTR PV/SS (T) WWC License (W)	SW Bell Wir. (C) VSTR PCS BTA I (T) WWC License (W)	Am. Cell. Corp. (D) Verizon VAW (V)	DCC PCS (D) MBO Wireless NextWave Power Poplar Bartlesville Poplar Coffeyville	Nextel
CMA609 OK 10 - Haskell	USC OK 10 (U)	Cross-Variant OK Western Tel. Co. Pine Tel. Co.	Dallas MTA (V) Meriwether Comm. SW Bell Wir. (C) VSTR PCS I (T)	WirelessCo (S)	AN Subsidiary Cross Tel. Co. Salmon PCS (C) VSTR PCS BTA I (T) VSTR PV/SS (T)	ALLTEL Comm. (A) SW Bell Wir. (C) VSTR PCS BTA I (T)	N. Cingular Wir. (C)	MBO Wireless OK Western Tel. Co. SW Bell Wir. (C) WWC Texas (W)	Nextel
CMA658 TX 7 - Fannin	WWC Texas (W)	ALLTEL SW AR (A) ETEX Comm. Lamar Co. Cell. TX RSA 7B1 (C) TX RSA 7B2 (A) TX RSA 7B3	Dallas MTA (V) VSTR PCS I (T) VSTR Pittsburgh (T)	WirelessCo (S)	AN Subsidiary Choice Wireless Salmon PCS (C) VSTR GSM I Lic. (T) VSTR PCS BTA I (T) WWC Texas (W)	ALLTEL Comm. (A) N. Cingular Wir. (C) SW Bell Wir. (C) VSTR PCS BTA I (T) WWC Texas (W)	N. Cingular Wir. (C)	Choice Wireless SW Bell Wir. (C) WWC Texas (W)	Nextel